

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER &
FLOM, LLP
One Rodney Square
PO Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

- and -

Chris L. Dickerson, Esq.
SKADDEN, ARPS, SLATE, MEAGHER &
FLOM, LLP
155 North Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

Counsel to the Debtors and
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
:
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : 1Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
- - - - - x

**STIPULATION, AGREEMENT AND ORDER BY AND AMONG THE DEBTORS AND
CHARTER COMMUNICATIONS, INC. REGARDING REJECTION OF EXECUTORY
CONTRACTS AND FOR RELATED RELIEF**

This stipulation and agreement (the "Stipulation") is made this 15th day of December, 2009 by and between Circuit City Stores, Inc. and its associated debtors and debtors in possession in the above-captioned cases (collectively, "Circuit City" or the "Circuit City

Debtors")¹ and Charter Communications, Inc. and its associated debtors and debtors in possession (collectively, "Charter" or the "Charter Debtors"). Circuit City and Charter are collectively referred to herein as the "Parties".

A. The Circuit City Bankruptcy Cases.

WHEREAS, on November 10, 2008, the Circuit City Debtors filed voluntary petitions for chapter 11 relief (the "Circuit City Cases") with the United States Bankruptcy Court for the Eastern District of Virginia (the "Virginia Court").

WHEREAS, the Circuit City Debtors are continuing as debtors in possession pursuant to sections 1107 and 1108 of title 11 of the United States Code (the "Bankruptcy Code").

WHEREAS, on November 12, 2008, the Office of the United States Trustee for the Eastern District of

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), Inter-TAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for the Debtors is 4951 Lake Brook Drive, Suite #500, Glen Allen, VA 23060.

Virginia appointed a statutory committee of unsecured creditors (the "Circuit City Creditors' Committee") in the Circuit City Cases. To date, no trustee or examiner has been appointed in the Circuit City Cases.

WHEREAS, on January 16, 2009, the Virginia Court authorized the Circuit City Debtors, among other things, to commence liquidation and conduct going out of business sales at the Circuit City Debtors' remaining 567 stores pursuant to an agency agreement (the "Agency Agreement") between the Circuit City Debtors and a joint venture, as agent (the "Agent"). On January 17, 2009, the Agent commenced going out of business sales pursuant to the Agency Agreement at the Circuit City Debtors' remaining stores. The going out of business sales concluded on or about March 8, 2009.

WHEREAS, on September 29, 2009, the Circuit City Debtors and the Circuit City Creditors' Committee filed the First Amended Joint Plan of Liquidation of Circuit City Stores, Inc. and its Affiliated Debtors and Debtors In Possession and its Official Committee of Creditors Holding General Unsecured Claims (the "Circuit City Plan"). The associated disclosure statement was approved on September 24, 2009.

WHEREAS, generally, the Circuit City Plan provides for the liquidation of the Circuit City Debtors under chapter 11 of the Bankruptcy Code.

B. The Charter Bankruptcy Cases.

WHEREAS, on March 27, 2009, the Charter Debtors filed voluntary petitions for chapter 11 relief (the "Charter Cases") with the United States Bankruptcy Court for the Southern District of New York (the "New York Court").

WHEREAS, the Charter Debtors are continuing as debtors in possession pursuant to sections 1107 and 1108 the Bankruptcy Code.

WHEREAS, on April 10, 2009, the Office of the United States Trustee for the Southern District of New York appointed a statutory committee of unsecured creditors (the "Charter Creditors' Committee") in the Charter Cases. To date, no trustee or examiner has been appointed in the Charter Cases.

WHEREAS, on March 27, 2009, the Charter Debtors filed the Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code (the "Charter Plan") and the disclosure statement associated therewith.

WHEREAS, on November 17, 2009, the New York Court approved the Charter Plan.

WHEREAS, on November 30, 2009, the Charter Plan went effective.

C. The Contracts.

WHEREAS, Circuit City and Charter are parties to a number of executory contracts (together with all amendments or modifications thereto and any and all schedules, supplements, addenda, statements of work or similar attachments thereto, the "Contracts"), including, but not limited to the Retailer Marketing Agreement, dated June 27, 2008 and the Installation Services Evaluation Agreement, dated September 2, 2007.²

WHEREAS, Circuit City and Charter have reached an agreement regarding rejection of the Contracts.

NOW, THEREFORE, intending to be legally bound hereby, upon order of the Virginia Court as contemplated hereby (the "Order"), the Parties hereto stipulate as follows:

1. The Contracts shall be deemed rejected as of August 31, 2009 (the "Rejection Date").

² The Contracts include all executory contracts between Circuit City and Charter together with all amendments or modifications thereto and any and all schedules, supplements, addenda, statements of work or similar attachments thereto, regardless of whether such contract is specifically listed herein.

2. Upon entry of the Order by the Virginia Court, this Stipulation shall be binding upon and shall inure to the benefit of each of the Parties and each of their respective successors and assigns.

3. Following entry of the Order, Charter shall file a notice of entry of the Stipulation and Order with the New York Court in the Charter Cases.

4. This Stipulation contains the entire agreement and understanding between the Parties with respect to the subject matter hereof, and supersedes and replaces all prior negotiations or proposed agreements, written or oral.

5. Each person or entity who executes this Stipulation on behalf of another person or entity represents and warrants that he, she, or it is duly authorized to execute this Stipulation on behalf of such person or entity, has the requisite authority to bind such person or entity, and such person or entity has full knowledge of and has consented to this Stipulation. The representations and warranties set forth in this paragraph shall survive execution of this Stipulation.

6. This Stipulation may be executed in counterparts, each of which shall be deemed to be an origin-

al, but all of which, together will constitute one and the same agreement. This Stipulation may be executed by facsimile or electronic signature which shall have the same force and effect as an original signature.

IN WITNESS WHEREOF, the Parties have set their
hands in agreement as of the date written above.

CIRCUIT CITY STORES, INC.

By:

SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
P.O. Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
Chris L. Dickerson, Esq.
155 North Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

- and -

MCGUIREWOODS LLP

/s/ Douglas M. Foley .
Dion W. Hayes (VSB No. 34304)
Douglas Foley (VSB No. 34364)
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

Counsel for the Debtors and Debtors in
Possession

CHARTER COMMUNICATIONS, INC.

By:

KIRKLAND & ELLIS, LLP

/s/ Paul M. Basta
Richard M. Cieri, Esq.
Paul M. Basta, Esq.
Stephen E. Hessler, Esq.
601 Lexington Avenue
New York, NY 10022
(212) 446-4800

- and -

KIRKLAND & ELLIS, LLP
Ray C. Schrock, Esq.
300 North LaSalle
Chicago, Illinois 60654
(312) 862-2000

Counsel to Charter Communications, Inc. and
its associated debtors and debtors in pos-
session

ORDER

Upon consideration of the foregoing, it is hereby:

ORDERED, that the Stipulation is hereby approved in its entirety; and it is further

ORDERED, that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Stipulation and Order.

Dated: Richmond, Virginia
_____, 2009

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
One Rodney Square
PO Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

- and -

Chris L. Dickerson, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
155 North Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

- and -

/s/ Douglas M. Foley
Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

Counsel to the Debtors and
Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I
hereby certify that the foregoing proposed order has
been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley
Douglas M. Foley